

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE:

W. R. GRACE & CO.

Debtor.


Chapter 11

Case No. 01-01139 (JKF)

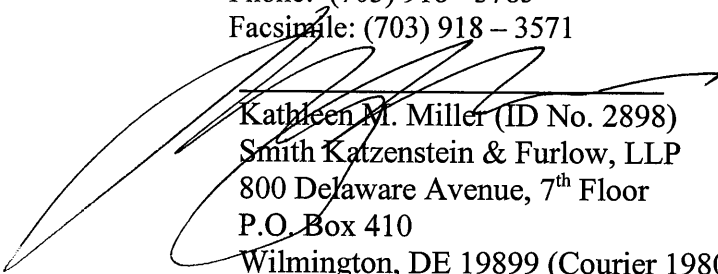
NO ORDER REQUIRED CERTIFICATION OF NO OBJECTION TO SECOND
APPLICATION OF PRICEWATERHOUSECOOPERS LLP, AUDITORS AND TAX
CONSULTANTS TO THE DEBTORS, FOR INTERIM ALLOWANCE OF
COMPENSATION AND FOR THE REMIMBURSEMENT OF EXPENSES FOR
SERVICES RENDERED DURING THE PERIOD FROM OCTOBER 1, 2002 THROUGH
NOVEMBER 30, 2002.

On December 28, 2002, PricewaterhouseCoopers LLP ("PwC"), Auditors and Tax Consultants to the Debtors, filed its second *Monthly Fee Application of PricewaterhouseCoopers LLP, Auditors and Tax Consultants for Debtors, For Allowance of Compensation and Reimbursement of Expenses for the Months of October 2002 and November 2002* (the "Application"). The notice filed with the Application provided an objection deadline of 4:00 pm (Eastern Standard Time) on January 21, 2003. The undersigned hereby certifies that no answer, objection or any responsive pleading with respect to the Application has been filed with the Court.

Pursuant to the Administrative Order Pursuant to Sections 105 and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals dated December 31, 2001 ("the Order"), the Debtor is authorized to pay PwC \$136,740.80, which represents eighty percent (80%) of the fees, and \$16,105.33 which represents 100% of the expenses requested in the Application upon the filing of this Certification and without the need for entry of a Court order approving the Application.

By: 
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Dated: January 23, 2003


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Dated: January 29, 2003

CERTIFICATE OF SERVICE

I, Kathleen Miller, hereby certify that I served one true and correct copy of the *No Order Required Certification of No Objection to Second Application of PricewaterhouseCoopers LLP, Auditors And Tax Consultants For Debtors, For Interim Allowance Of Compensation And Reimbursement Of Expenses for Services Rendered During the Period from October 1, 2002 through November 30, 2002* on the following parties in the manner herein indicated, on January 29, 2003

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